Engro Foods Limited
Notice of Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Engro Foods Limited will be held at Karachi Marriott Hotel, Abdullah Haroon Road, Karachi on Friday 24th March 2017, at 10 a.m. to transact the following business:

A. ORDINARY BUSINESS
1. To receive and consider the Audited Accounts for the year ended December 31, 2016 and the Directors’ and Auditors’ Reports thereon.
2. To declare a final dividend at the rate of PKR 10.00 (100%) for the year ended December 31, 2016.
3. To appoint Auditors and fix their remuneration.

B. SPECIAL BUSINESS
4. To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the Company may declare the sum of balance sheet profit and profit arises account, audit report, directors’ report etc. to members thereof, and cause the same to be distributed among shareholders at their registered addresses."

A statement under Section 160 of the Companies Ordinance, 1984 setting out all material facts containing the Resolution contained in Item (4) of the notice which will be considered for adoption at the Meeting will be annexed to this Notice of Meeting being sent to Members.

N.B.
1. The Share Transfer Books of the Company will be closed from Friday, March 17, 2017 to March 24, 2017 (both days inclusive). Transferee notices will be admitted at the office of our Registrar, M/s. FAMCO ASSOCIATES (PVT) LTD. at 111, 4th Floor, F-8, Block F, FFC, Shahra-e-Faisal, Karachi [0423-666644], and email info@famco.com.pk, by the close of business on Wednesday, March 15, 2017.
2. A member entitled to attend will be entitled to appoint another person, as his proxy to attend, speak and vote in lieu of himself/herself, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to a member. A proxy is to be submitted in written form to the Company not later than 48 hours before the Meeting.

3. SUBMISSION OF THE CNG/NTN DETAILS (MANDATORY)

Pursuant to the directives of the Securities and Exchange Commission of Pakistan (CNG) the number of individuals is mandatorily required to be maintained on the warrant and pursuant to the provisions of Finance Act 2014, the rate of deduction of Income Tax under section 153 of the Income Tax Ordinance 2001 from dividend payment is different for those of Income Tax Return and not those of Income Tax Return. In case of Joint account, each holder is to be treated individually or either a firm of number and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the Registrar, in writing as follows, to our Share Registrar, or if no objection, each joint holder shall be presumed to have an equal number of shares.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Folio/CDS Account No.</th>
<th>Total Shares</th>
<th>Principal Shareholder</th>
<th>Joint Shareholder</th>
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<tbody>
<tr>
<td>Name &amp; CNO #</td>
<td>Shareholding Proportion (No. of shares)</td>
<td>Name &amp; CNO #</td>
<td>Shareholding Proportion (No. of shares)</td>
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The CNO numbers in NTS claims are mandatory and is required for checking the tax status as per the Act 2016.

Individuals including all joint holders holding physical share certificates are therefore requested to submit a copy of their valid CNNG to the company or its Registrar if not already provided. For shareholding other than individually, the holding will be done by matching the NTN number and therefore the Corporate shareholders having CDO accounts are required to send a copy of CNO within the Share Registrar. The Shareholders holding CNO on CDS certificates, as the case may be, may quote their respective holder numbers. In case of non-receipt of the copy of valid CNO, the company will be unable to comply with SRO 397/2012 dated July 05/2012 of SEC and will be constrained to withhold the dispatch of dividend and interest on shares of shareholders. Further, all shareholders are advised to immediately check their status on ATL and if required take necessary action for inclusion of their names in the ATL. The company will not be responsible for losses on shares of such holders.

Withholding of Tax on the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar (Pvt) Ltd., at the time of Dividend.

4. ZAKAT DECLARATIONS (CZ-50)

The Zakat will be deducted from the dividend income at the rate of 5% of the paid-up value of the shares (by 50%) under the Zakat and Wealth Act and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat Declarations under Zakat and Wealth Ordinance, 1989 & Rule 4 of Zakat (Deduction & Refund) Rules, 1989 (CZ-50 Form), in case you want to declare the same, with your broker or the Central Depository Company Ltd., in case the shares are held in Intraday Account Services on the CDSG to our Registrar, FAMCO Associates (Pvt) Ltd., at their address mentioned above (in case the shares are held in paper certificate form) or your nominee in case the shares are held in electronic certificate form.

By Order of the Board

FAIZ CHAPRA
Company Secretary

Karachi
February 02, 2017.
دورہ آموزشی و تحقیق کاری (5) 16 فروری 2017م

ایفیکٹ فرو رپورٹ

اطلاع بنیاد اجلاس

1. اہمیت
2. مضمون
3. بررسی
4. تقریب

<table>
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<tr>
<th>موضوع</th>
<th>تاریخ</th>
<th>جلسے کے اجلاس کی خصوصیت</th>
<th>مدت</th>
<th>قبضہ</th>
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5. خاتمہ

[نام]

[تاريخ]